## FORM D



# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB AP	PROVAL
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated averag hours per respons	
SEC USI	E ONLY
Prefix	Serial
DATE RE	CCEIVED

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  X-Ceptor Common Stock Exchange Offer Pursuant to Merger	739767
Filing Under (Check box(es) that apply):  Rule 504 Rule 505 Rule 506  Type of Filing:  Amendment	Section 4(6) U ÚLOE
A. BASIC IDENTIFICATION DATA	Will the American
<ol> <li>Enter the information requested about the issuer</li> <li>Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)</li> <li>Exelixis, Inc.</li> </ol>	179 /5
Address of Executive Offices (Number and Street, City, State, Zip Code) 170 Harbor Way, So. San Francisco, CA 94083-0511	Telephone Number (Including Area Code) (650) 837-7000
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business  Genomics – based drug discovery company	
Type of Business Organization  Corporation  Imited partnership, already formed  business trust  limited partnership, to be formed  other	Thowson r (please specify): liffifeddiability.company
Actual or Estimated Date of Incorporation or Organization:    Month Year   1 1 1 9 4	Actual Estimated tate:

#### **GENERAL INSTRUCTIONS**

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

### - ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	x 8853 Rancho Sant	Fe, C	CA 92067							
					Beneficial Owner		Executive Officer		Director	General and/or

#### Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Full Name (Last name first, if individual) Cohen, Charles, Ph.D. Business or Residence Address (Number and Street, City, State, Zip Code) C/O Exelixis, Inc. 170 Habor Way, So. San Francisco, CA 94083-05111 Promoter ☐ Beneficial Owner ☐ Executive Officer Check Box(es) that Apply: $\boxtimes$ Director General and/or Managing Partner Full Name (Last name first, if individual) Fisherman, Jason S., M.D. Business or Residence Address (Number and Street, City, State, Zip Code) C/O Advent International Corp., 75 State Street, 29th Floor, Boston, MA 02104 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Formela, Jean-Francois, M.D. Business or Residence Address (Number and Street, City, State, Zip Code) C/O Atlas Venture 890 Winter Street, Waltham, MA 02451 Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Marchesi, Vincent T., M.D., Ph.D. Business or Residence Address (Number and Street, City, State, Zip Code) C/O Exelixis, Inc. 170 Habor Way, So. San Francisco, CA 94083-05111 Promoter ☐ Beneficial Owner **Executive Officer** General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) McCormick, Frank, Ph.D. Business or Residence Address (Number and Street, City, State, Zip Code) C/O Exelixis, Inc. 170 Habor Way, So. San Francisco, CA 94083-05111 ☐ Executive Officer General and/or Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner Director Managing Partner Full Name (Last name first, if individual) Willsey, Lance, M.D. Business or Residence Address (Number and Street, City, State, Zip Code) C/O Exelixis, Inc. 170 Habor Way, So. San Francisco, CA 94083-05111 **Executive Officer** Check Box(es) that Apply: Promoter Beneficial Owner Director General and/or Managing Partner Full Name (Last name first, if individual) Poste, George, DVM, Ph.D. Business or Residence Address (Number and Street, City, State, Zip Code) C/O Exelixis, Inc. 170 Habor Way, So. San Francisco, CA 94083-05111 **Executive Officer** General and/or Check Box(es) that Apply: Promoter Beneficial Owner Director Managing Partner Full Name (Last name first, if individual) Wyszomierski, Jack Business or Residence Address (Number and Street, City, State, Zip Code) C/O Exelixis, Inc. 170 Habor Way, So. San Francisco, CA 94083-05111 (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

BASIC IDENTIFICATION DATA

A.

Enter the information requested for the following:

2. Enter the information requested for the following: -					A. BASIC II	DENT	IFICATION DATA		-	
Full Name (Last name first, if individual)  Wellington Management Company LLP  Business or Residence Address (Number and Street, City, State, Zip Code)  75 State Street, Boston, MA 02109  Check Box(es) that Apply:	<ul> <li>Each promoter of the Each beneficial owner.</li> <li>Each executive off</li> </ul>	the issurvner hav	er, if the issue ving the power d director of co	r has been to vote orporate	or dispose, or direct to issuers and of corpora	he vot	e or disposition of, 109			
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Managing Partner  Business or Residence Address (Number and Street, Ciry, State, Zip Code)  Check Box(es) that Apply:	75 State Street, Boston, M.	A 0210						 		
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	Blvd., Suite (			126								
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States in Wh	nich Person L	isted Has So	licited or Int	ends to Solici	it Purchasers	<del></del> ;						····
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	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \( \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	\$
	Equity	\$ 20,591,839	\$ 20,591,839
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$	\$
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchase
	Accredited investors	21	\$_20,539,105
	Non-accredited Investors	3	\$ <u>52,734</u>
	Total (for filings under Rule 504 only)		\$ <u>20,591,839</u>
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
ļ.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	,	
	Transfer Agent's Fees	$\boxtimes$	\$10,000
	Printing and Engraving Costs		\$5,000
	Legal Fees	$\boxtimes$	\$50,000
	Accounting Fees	$\boxtimes$	\$0
	Engineering Fees		\$ 0
	Sales Commissions (specify finders' fees separately)		\$0
	Other Expenses (identify)	⊠	\$ 0
	Total	$\boxtimes$	\$65,000
	1000		φυυ,υυυ

	ERING PRICE, NUMBER OF INVESTORS, EXPENSES A					
total expenses furnished in response proceeds to the issuer."	b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."					
each of the purposes shown. If the	djusted gross proceeds to the issuer used or proposed to be us- amount for any purpose is not known, furnish an estimate and he total of the payments listed must equal the adjusted gross pro- Part C - Question 4.b above.	check				
		Payments to Officers, Directors & Affiliates	Payments To Others			
Salaries and fees		🗆 S	□ \$			
Purchase of real estate		🗆 \$	<b></b> \$			
Purchase, rental or leasing and instal	lation of machinery and equipment	🗆 \$	□ s			
Construction or leasing of plant build	dings and facilities	🗆 \$	□ \$			
Acquisition of other businesses (inclused in exchange for the assets or see	uding the value of securities involved in this offering that may be curities of another issuer pursuant to a merger)	e 🛭 \$ <u>19,996,946</u>	☐ \$ <u>_529.893</u>			
Repayment of indebtedness		🗆 \$	□ \$			
Working capital		🗆 s	□ \$			
Other (specify):		🗆 \$	<b>\$</b>			
Column Totals		🗆 \$	□ \$			
Total Payments Listed (column	totals added)	\$ <u>20,52</u>	6,839			
	D. FEDERAL SIGNATURE					
undertaking by the issuer to furnish the U on-accredited investor pursuant to paragraph		ts staff, the information furnis	hed by the issuer to s			
suer (Print or Type) celixis, Inc.	Signature light fordtro	Date November 1	2004			
relixis, Inc. ame of Signer (Print or Type) hr; I doph Perett Q	Title of Signer (Print or Type)  VP Legel Affolics & Secreto	57				
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	ATTENTION					
In Name 18 States	and a desired and a second and a					
intentional iviisstateme	ents or Omissions of Fact Constitute Federal Criminal Violation	nons. (See 18, U.S.C. 1001	.)			

		E.	STATE SIGNA	TURE				
1.	Is any party described in 17 CFR 230.262	? presently subject to a	ny of the disqualific	ation provisions o	of such rule?	Yes	No ⊠	
		See Append	ix, Column 5, for st	ate response.	,			
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.							
3.	The undersigned issuer hereby undertakes	s to furnish to the state	administrators, upo	n written request,	information furnished by	the issuer to	offerees.	
4.	The undersigned issuer represents that the Exemption (ULOE) of the state in which establishing that these conditions have be	this notice is filed and						
The	issuer has read this notification and knows norized person.	the contents to be true	and has duly cause	d this notice to be	signed on its behalf by t	he undersigne	d duly	
auth		60		<del>/                                    </del>	Date			
ssu	ner (Print or Type) Hixis, Inc.	Signature	46 /0	Coal	November	1,2	004	

Instruction:
Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1	Intend to sell to non-accredited investors in State (Part B-Item 1)		3	4					5	
			Type of security and aggregate offering price offered in state (Part C – Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1)		
State	Yes	No	Common Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL										
AK		. , .			,					
AZ										
AR									].	
CA	X		\$11,217,118	13	\$11,164,384	3	\$52,734			
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oN	sə <sub>X</sub> .	JunomA	Non-Accredited Investors	JanomA	Number of Accredited Investors	Соттоп Stock	0N	Yes	State
under State (if yes, attach explanation of waiver granted (Part E-Item I)		Type of investor and amount purchased in State (Part C-Item 2)				Type of security and aggregate offering price offered in state (Part C – Item 1)	os ell to tredited in sto ste tree (I meet	oor-non tesvai st2	
5 Disqualification			7	<b>t</b>				:	Ţ